

EXHIBIT I
(Questions 1(a), 2)

The call signs, file numbers, and station locations of the Point-to-Point Microwave Radio Service licenses held by Western Union International, Inc. are as follows:

CALL SIGN	FILE NUMBER	CITY	STATE
KUA52	10503-CF-AL-(11)-90	Agana	GU
KUA53	10503-CF-AL-(11)-90	Yona	GU
KUA54	10503-CF-AL-(11)-90	Finegayan	GU
WCF 983	10503-CF-AL-(11)-90	Inarajan	GU
WDU239	10503-CF-AL-(11)-90	Piscataway	NJ
WDU240	10503-CF-AL-(11)-90	Bound Brook	NJ
WDU241	10503-CF-AL-(11)-90	Edison	NJ
WDU630	10503-CF-AL-(11)-90	New York	NY
WHT83	10503-CF-AL-(11)-90	Finegayan	GU
WLC741	10503-CF-AL-(11)-90	Agana	GU
WLC742	10503-CF-AL-(11)-90	Yigo	GU

EXHIBIT II
(Question 5)

Attached is a certified copy of the Articles of Incorporation for Western
Union International, Inc.

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "WESTERN UNION INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF OCTOBER, A.D. 1986, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0561703 8100

960337224

AUTHENTICATION: 8200076

DATE: 11-19-96

FILED
9 AM
OCT 9 1966

RESTATED CERTIFICATE OF INCORPORATION
OF
WESTERN UNION INTERNATIONAL, INC.

Michael H. Hinkle
SECRETARY OF STATE

It is hereby certified that:

1. The present name of the corporation (sometimes hereinafter, the "corporation") is WESTERN UNION INTERNATIONAL, INC. The name under which the corporation was originally incorporated is Western Union International, Inc., and the date upon which the original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware is January 12, 1961.

2. The provisions of the Certificate of Incorporation of the corporation are hereby restated and integrated into the single instrument which is hereinafter set forth and which is
RESTATED
entitled CERTIFICATE OF INCORPORATION OF WESTERN UNION INTERNATIONAL, INC., without any further amendments to the Certificate of Incorporation as heretofore amended or supplemented and without any discrepancy between the provisions of the Certificate of Incorporation and the provisions of the said single instrument hereinafter set forth.

3. The restatement of the Certificate of Incorporation herein certified has been duly adopted by the board of directors of the corporation in accordance with the provisions of Section 245 of the General Corporation Law of the State of Delaware.

10/10/66

4. The Certificate of Incorporation of the corporation, as amended, and restated herein, shall upon the effective date of this restated Certificate of Incorporation read as follows:

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RESTATED
CERTIFICATE OF INCORPORATION
OF
WESTERN UNION INTERNATIONAL, INC.

FIRST: The name of the corporation (hereinafter called the "Corporation") is WESTERN UNION INTERNATIONAL, INC.

SECOND: The address of the registered office of the Corporation in Delaware is 229 South State Street, City of Dover, County of Kent, and the name of the registered agent of the Corporation at such address is United States Corporation Company.

THIRD: The nature of the business and of the purposes to be conducted and promoted by the Corporation shall be to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, including, without limiting the generality of the foregoing, the following businesses, purposes, acts and activities:

To construct, build, own, operate, repair, maintain, buy, purchase or otherwise acquire, sell, exchange, convey or otherwise dispose of, lease as lessor or lessee, license the use of as licensor or licensee, and generally deal in and with microwave and any other domestic or international communications systems and equipment.

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To do all things necessary, suitable or proper in connection with the foregoing, including, without limitation, securing real estate as sites for such systems and otherwise, and rendering advice and assistance with respect to the ownership, operation, repair, maintenance, use and marketing of such systems and the communications services provided thereby.

The foregoing shall be construed as powers as well as objects and purposes, and shall be regarded as independent objects, purposes and powers; and enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms or the general powers of the Corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is One Thousand (1,000) shares of Common Stock, all of which are to be without par value.

FIFTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8

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of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

SIXTH: No election of directors need be by written ballot, except as otherwise required by the By-Laws of the Corporation.

SEVENTH: The Board of Directors shall have the power to make, alter, or repeal By-Laws of the Corporation, subject, however, to the power of the stockholders to alter or repeal By-Laws made or altered by the Board of Directors.

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EIGHTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

NINTH: (a) Each person who was or is made a party or is threatened to be made a party to or is involved in action, suit or proceeding, (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director, officer, employee or agent of the corporation or of a subsidiary, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the General Corporation Law of the state of Delaware as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all

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expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators: provided, however, that, except as provided in paragraph (b) hereof, the Corporation shall indemnify and such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition: provided, however, that, if the General Corporation Law of the State of Delaware requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it

shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(b) If a claim under paragraph (a) of this Section is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the reasonable expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the General Corporation Law of the State of Delaware for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the

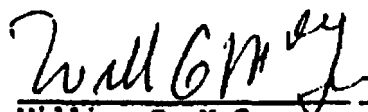
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claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard or conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(c) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Delaware.

TENTH: This Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 141, 228, and 242 of the General Corporation Law of the State of Delaware.

Dated: September 18, 1986



William G. McGowan
Chairman




Assistant Secretary

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"GE SUBSIDIARY, INC. 21", A DELAWARE CORPORATION,

WITH AND INTO "WESTERN UNION INTERNATIONAL, INC." UNDER THE NAME OF "WESTERN UNION INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF MAY, A.D. 1988, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0561703 8100M

960337224

AUTHENTICATION: 8200077

DATE: 11-19-96

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CERTIFICATE OF OWNERSHIP
AND MERGER
MERGING

GE SUBSIDIARY, INC. 21
INTO
WESTERN UNION INTERNATIONAL, INC.

MAY 23 1988

9 AM
Michael H. Hulse
SECRETARY OF STATE

(Pursuant to Section 253 of
the General Corporation of Law of
the State of Delaware)

Western Union International, Inc., a Delaware corporation
(the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to
the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding
capital stock of GE Subsidiary, Inc. 21, a Delaware corporation.

THIRD: That the Corporation, by the following resolution
of its Board of Directors, duly adopted on the 16th day of May,
1988, determined to merge into itself GE Subsidiary, Inc. 21,
pursuant to such resolutions:

RESOLVED, that the board of directors of the Corporation
deems it advisable, to the end that greater efficiency and
economy of management may be accomplished, that the
Corporation merge and it does hereby merge into itself GE
Subsidiary, Inc. 21, its wholly-owned subsidiary, under and
pursuant to the provisions of the General Corporation Law
of the State of Delaware, by executing, acknowledging and
filing a Certificate of Ownership and Merger merging GE
Subsidiary, Inc. 21 into Western Union International, Inc.,
substantially in the form as attached hereto as Appendix A,
but with such additions, deletions and other modifications
as the executing officers may approve, such approval to be
conclusively evidenced by the execution thereof by such
officers;

RESOLVED, that the officers of the corporation be, and they hereby are, authorized and directed to take such further actions as in their judgment may be necessary or proper to consummate and effectuate the aforementioned merger provided for by the immediately preceding resolution.

IN WITNESS WHEREOF, said Western Union International, Inc. has caused its corporate seal to be affixed and this certificate to be signed by Seth D. Blumenfeld, its President, and C. Bolton-Smith, Jr. its Assistant Secretary, this 16 th day of May, 1988.

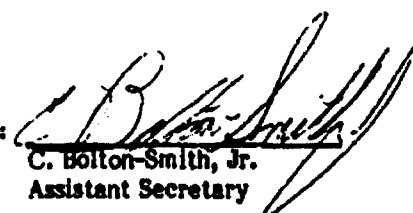
WESTERN UNION INTERNATIONAL, INC.

BY:


Seth D. Blumenfeld
President
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ATTEST:

BY:


C. Bolton-Smith, Jr.
Assistant Secretary

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"RCA GLOBAL COMMUNICATIONS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "WESTERN UNION INTERNATIONAL, INC." UNDER THE
NAME OF "WESTERN UNION INTERNATIONAL, INC.", A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH,
A.D. 1990, AT 1 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0561703 8100M

960337224

AUTHENTICATION: 8200078

DATE: 11-19-96

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
RCA GLOBAL COMMUNICATIONS, INC.
INTO
WESTERN UNION INTERNATIONAL, INC.
(Pursuant to Section 253 of the
General Corporation Law of the
State of Delaware)

Western Union International, Inc. a Delaware corporation
(the "corporation"), does hereby certify:

FIRST: That the corporation is incorporated pursuant to
the General Corporation Law of the State of Delaware.

SECOND: That the corporation owns all of the outstanding
capital stock of RCA Global Communications, Inc., a Delaware
corporation.

THIRD: That the corporation, by the following
resolutions of its board of directors, duly adopted on the 1st
day of September, 1989, determined to merge into itself RCA
Global Communications, Inc. pursuant to such resolutions:

RESOLVED, that the board of directors of the corporation deems
it advisable, to the end that, in order to achieve a wide range
of efficient and higher quality service and greater economy of
management, that the corporation merge into itself RCA Global
Communications, Inc., its wholly-owned subsidiary, under and
pursuant to the provisions of the General Corporation Law of
the State of Delaware, by executing, acknowledging and filing a
Certificate of Ownership and Merger merging RCA Global
Communications, Inc. into Western Union International, Inc.

substantially in the same form as attached hereto as Appendix A, but with such additions, deletions and other modifications as the executing officers may approve, such approval to be conclusively evidenced by the execution thereof by such officers.


RESOLVED, that the officers of the corporation be, and they hereby are, authorized and directed to take such further actions, including but not limited to making appropriate filings with the Federal Communications Commission, as in their judgment may be necessary or proper to consummate and effectuate the aforementioned merger with respect to the corporations provided for by these resolutions.

FOURTH: that all licenses held by RCA Global Communications, Inc. are hereby transferred to Western Union International, Inc. pursuant to and simultaneously with this merger.

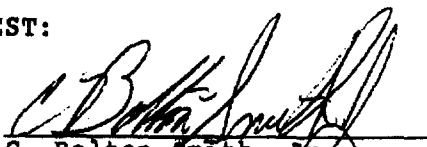
FIFTH: that this merger shall become effective at 11:59 p.m. on March 31, 1990.

IT WITNESS WHEREOF, said Western Union International, Inc. has caused its corporate seal to be affixed and this certificate to be signed by Seth D. Blumenfeld, its President, and C. Bolton-Smith, Jr., its Assistant Secretary, this 19th day of January, 1990.

WESTERN UNION INTERNATIONAL, INC.

By: 
Seth D. Blumenfeld
President

ATTEST:

By: 
C. Bolton-Smith, Jr.
Assistant Secretary

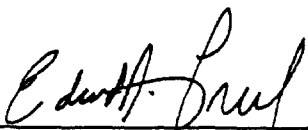
State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"RCA GLOBAL COMMUNICATIONS DISC, INC.", A DELAWARE CORPORATION,

WITH AND INTO "WESTERN UNION INTERNATIONAL, INC." UNDER THE NAME OF "WESTERN UNION INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MAY, A.D. 1992, AT 3:01 O'CLOCK P.M.





Edward J. Freel, Secretary of State

0561703 8100M

960337224

AUTHENTICATION: 8200079

DATE: 11-19-96

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
RCA GLOBAL COMMUNICATIONS DISC, INC.
INTO
WESTERN UNION INTERNATIONAL, INC.
(Pursuant to Section 253 of the
General Corporation Law of the
State of Delaware)**

Western Union International, Inc., a Delaware corporation (the corporation"), does hereby certify:

FIRST: That the corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the corporation owns all of the outstanding capital stock of RCA Global Communications DISC, Inc., a Delaware Corporation.

THIRD: That the corporation, by the following resolutions of its board of directors, duly adopted on the 12th day of May, 1992, determined to merge into itself RCA Global Communications DISC, Inc. pursuant to such resolutions:

RESOLVED, that the board of directors of the corporation deems it advisable, to the end that greater efficiency and economy of management may be accomplished, and otherwise and generally to the advantage and welfare of the corporation to merge into itself RCA Global Communications DISC, Inc., its wholly-owned subsidiary, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, by executing, acknowledging and filing a Certificate of Ownership and Merger merging RCA Global Communications DISC, Inc. into the corporation substantially in the same form as attached hereto as Appendix A, but with such additions, deletions and other modifications as the executing officers may approve, such approval to be conclusively evidenced by the execution thereof by such officers;

RESOLVED, that the officers of the corporation be, and they each hereby are, authorized and directed to take such further actions as in their judgment may be necessary or proper to consummate and effectuate the aforementioned merger with respect to the corporation provided for by these resolutions.

FOURTH: That the name of the surviving corporation of the merger is Western Union International, Inc..

FIFTH: That the Certificate of Incorporation of Western Union International, Inc. shall be the Certificate of Incorporation of the surviving corporation. There shall be no amendments to the Certificate of Incorporation of the surviving corporation effected by the merger.

SIXTH: That the Delaware surviving corporation is not increasing its authorized capital stock as a result of the merger.

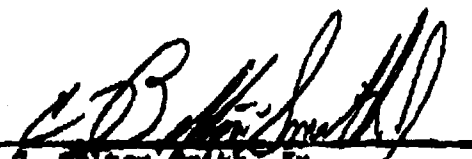
SEVENTH: That this merger shall become effective on May 31, 1992.

IT WITNESS WHEREOF, said Western Union International, Inc. has caused its corporate seal to be affixed and this certificate to be signed by Seth D. Blumenfeld., its President, and C. Bolton-Smith, Jr., its Assistant Secretary, this 20th day of May, 1992.

WESTERN UNION INTERNATIONAL, INC.

By: 
Seth D. Blumenfeld
President

ATTEST:

By: 
C. Bolton-Smith, Jr.
Assistant Secretary

APPENDIX A

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
RCA GLOBAL COMMUNICATIONS DISC, INC.
INTO
WESTERN UNION INTERNATIONAL, INC.
(Pursuant to Section 253 of the
General Corporation Law of the
State of Delaware)

Western Union International, Inc., a Delaware corporation (the corporation"), does hereby certify:

FIRST: That the corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the corporation owns all of the outstanding capital stock of RCA Global Communications DISC, Inc., a Delaware Corporation.

THIRD: That the corporation, by the following resolutions of its board of directors, duly adopted on the 12th day of May, 1992, determined to merge into itself RCA Global Communications DISC, Inc. pursuant to such resolutions:

RESOLVED, that the board of directors of the corporation deems it advisable, to the end that greater efficiency and economy of management may be accomplished, and otherwise and generally to the advantage and welfare of the corporation to merge into itself RCA Global Communications DISC, Inc., its wholly-owned subsidiary, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, by executing, acknowledging and filing a Certificate of Ownership and Merger merging RCA Global Communications DISC, Inc. into the corporation substantially in the same form as attached hereto as Appendix A, but with such additions, deletions and other modifications as the executing officers may approve, such approval to be conclusively evidenced by the execution thereof by such officers;

RESOLVED, that the officers of the corporation be, and they each hereby are, authorized and directed to take such further actions as in their judgment may be necessary or proper to consummate and effectuate the aforementioned merger with respect to the corporation provided for by these resolutions.

FOURTH: That the name of the surviving corporation of the merger is Western Union International, Inc..

FIFTH: That the Certificate of Incorporation of Western Union International, Inc. shall be the Certificate of Incorporation of the surviving corporation. There shall be no amendments to the Certificate of Incorporation of the surviving corporation effected by the merger.

SIXTH: That the Delaware surviving corporation is not increasing its authorized capital stock as a result of the merger.

SEVENTH: That this merger shall become effective on May 31, 1992.

IT WITNESS WHEREOF, said Western Union International, Inc. has caused its corporate seal to be affixed and this certificate to be signed by Seth D. Blumenfeld., its President, and C. Bolton-Smith, Jr., its Assistant Secretary, this 20th day of May, 1992.

WESTERN UNION INTERNATIONAL, INC.

By: 
Seth D. Blumenfeld
President

ATTEST:

By: 
C. Bolton-Smith, Jr.
Assistant Secretary

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CHANGE OF REGISTERED AGENT OF "WESTERN UNION INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF APRIL, A.D. 1994, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

0561703 8100

960337224

AUTHENTICATION: 8200080

DATE: 11-19-96

**CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT**

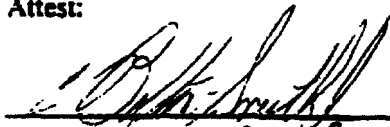
It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is
WESTERN UNION INTERNATIONAL, INC.
2. The registered office of the corporation within the State of Delaware is hereby changed
to 32 Loockerman Square, Suite L-100, City of Dover 19901, County of Kent.
3. The registered agent of the corporation within the State of Delaware is hereby changed
to The Prentice-Hall Corporation System, Inc., the business office of which is identical with
the registered office of the corporation as hereby changed.
4. The corporation has authorized the changes hereinbefore set forth by resolution of its
Board of Directors.

Signed on March 24, 1994


- President

Attest:


Asst. Secretary